

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

	)	
<b>In re:</b>	)	<b>Chapter 11</b>
	)	
<b>W.R. GRACE &amp; CO., <u>et al.</u>,</b>	)	<b>Case No. 01-1139 (KJC)</b>
	)	
<b>Debtors.</b>	)	<b>Objection Deadline: December 26, 2014 at 4:00 p.m.</b>
	)	<b>Hearing: March 26, 2014 at 10:00 a.m.</b>

**COVER SHEET TO SECOND QUARTERLY APPLICATION OF  
ROGER FRANKEL, ASBESTOS PI FUTURE CLAIMANTS'  
REPRESENTATIVE FOR COMPENSATION AND  
REIMBURSEMENT OF EXPENSES FOR THE PERIOD  
JULY 1, 2013 THROUGH SEPTEMBER 30, 2013**

Name of Applicant:	Roger Frankel, Asbestos PI Future Claimants' Representative ("FCR")
Authorized to Provide Professional Services to:	W.R. Grace & Co., <u>et al.</u>
Date of Retention:	As of May 16, 2013 (pursuant to this Court's Order entered June 14, 2013)
Period for which compensation is sought:	July 1, 2013 through September 30, 2013
Amount of Compensation (100%) sought as actual, reasonable, and necessary:	\$110,892.75
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	\$ 762.88
This is an: <u>  X  </u> interim <u>      </u> monthly <u>      </u> final application.	

**PRIOR QUARTERLY APPLICATIONS FILED**

The FCR was appointed as of May 16, 2013 pursuant to an Interim Order entered by the Court on May 29, 2013 [Dkt. No. 30681], as amended May 30, 2013 [Dkt. No. 30689], and which became a final order by its terms as of June 14, 2013 [Dkt. No. 30756]. This is the FCR's second quarterly fee application; the first quarterly fee application was filed on September 13, 2013 [Dkt. No. 31131] requesting \$142,683.00 in fees and \$251.40 in expenses.

**COMPENSATION SUMMARY  
JULY 1, 2013 THROUGH SEPTEMBER 30, 2013**

<b><u>Name of Professional Person</u></b>	<b><u>Position of Applicant, No. of Years in Position, Prior Relevant Experience, Yr. Obtained License to Practice, Area of Expertise</u></b>	<b><u>Hourly Billing Rate</u></b>	<b><u>Total Billed Hours</u></b>	<b><u>Total Fees</u></b>
Roger Frankel	Future Claimants' Representative	\$995	113.00	\$110,892.75
<b>TOTAL</b>			<b>113.00</b>	<b>\$110,892.75<sup>1</sup></b>
<b>Blended Rate: \$995</b>				

**COMPENSATION BY PROJECT CATEGORY  
JULY 1, 2013 THROUGH SEPTEMBER 30, 2013**

<b><u>Project Category</u></b>	<b><u>Total Hours</u></b>	<b><u>Total Fees</u></b>
Compensation of FCR	3.7	\$3,681.50
Compensation of FCR Professionals	1.00	\$995.00
Litigation	104.30	\$103,778.50
Retention of FCR and FCR Professionals	0.90	\$895.50
Travel (Non-Working)	3.10	\$1,542.25
<b>TOTAL</b>	<b>113.00</b>	<b>\$110,892.75</b>

<sup>1</sup> This amount represents a reduction of \$1,542.25 for certain non-working travel identified in the FCR's August 2013 Invoice.

**EXPENSE SUMMARY**  
**JULY 1, 2013 THROUGH SEPTEMBER 30, 2013**

<u>Expense Category</u>	<u>Total Expense</u>
Duplicating	\$346.93
Postage	\$123.57
Travel - Airfare	\$196.50
Travel - Taxi	\$95.88
<b>TOTAL</b>	<b>\$762.88</b>

The FCR follows the expense policy established by his law firm, Orrick, Herrington & Sutcliffe LLP (“Orrick”). Orrick's Client Charges and Disbursements Policy effective January 1, 2013, are as follows:

- a. ***Duplicating*** -- It is Orrick’s practice to charge all clients of the Firm for duplicating at the in-house rate of 20¢ per page; however, Orrick has reduced the duplicating cost to 10¢ per page in order to comply with the Local Rules of this Court. This charge includes the cost of maintaining the duplicating facilities and the actual cost involved with respect to the duplication.
- b. ***Long Distance Telephone and Facsimile Charges*** – Orrick does not charge clients for long distance telephone calls. Out-going facsimile transmissions are charged at \$1.00 per page, and there is no charge for incoming facsimiles.
- c. ***Messenger and Courier Service*** -- It is Orrick’s practice to use Federal Express or similar express mail delivery and third-party messenger services only in exigent circumstances (i.e., when needed to meet a deadline or when a next-day response from the recipient was necessary or beneficial to the case) and only when less costly than other available alternatives.
- d. ***Overtime*** -- It is Orrick’s practice to allow staff and certain paraprofessionals in its Washington D.C. office working more than 3 hours of overtime to charge a meal to the appropriate client at a meal charge of up to \$7.50. It is Orrick’s practice to allow professionals and support staff to charge a car service or cab to the appropriate client when working at least 2 hours of overtime. Orrick endeavored not to incur overtime charges unless necessary to benefit the case and in certain exigent circumstances. Orrick generally utilizes secretarial assistance in connection with monitoring and updating case dockets and downloading, circulating and printing of pleadings filed in the case. Thus, certain charges may be incurred by secretaries for overtime. (Note: These charges are at rates less than that charged by Orrick paralegals or other professional staff who may have otherwise performed this type of work.)

e. ***Computerized Research*** -- It is Orrick's practice to use computer-assisted legal research when it is efficient to do so. Use of fee based internet research services is charged at Orrick's cost.

Respectfully submitted,

Dated: December 4, 2013

By: /s/ ROGER FRANKEL

Roger Frankel, in his capacity as the Asbestos  
Personal Injury Future Claimants' Representative  
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